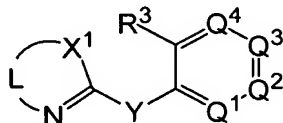


**Pending Claims:**

This listing of claims will replace all prior versions, and listings, of claims in the application:

**Listing of Claims:**

Claim 1. (previously amended) A compound having the structure:



or any pharmaceutically-acceptable salt thereof, wherein:

L is  $-C(R^1)=C(R^2)-$  or  $-C(R^2)=C(R^1)-$ ;

$Q^1$  is  $C(R^5)$ ;

$Q^2$  is  $C(R^6)$ ;

$Q^3$  is  $C(R^7)$ ;

$Q^4$  is  $C(R^6)$ ;

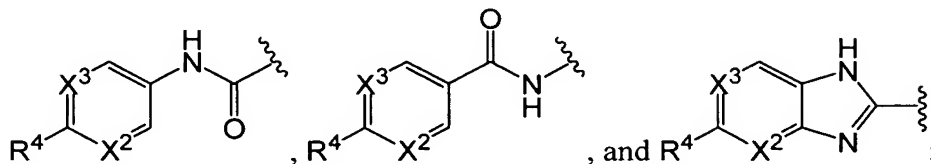
$X^1$  is NH, S, S=O, S(=O)<sub>2</sub> or O;

$X^2$  is  $C(R^8)$ ;

$X^3$  is  $C(R^9)$ ;

Y is NH,  $C(R^{10})(R^{11})$ , or  $C(=O)$ ;

$R^1$  is selected from



$R^2$  is H, C<sub>1-2</sub>alkyl, -CF<sub>3</sub>, -NH<sub>2</sub>, -OH, -OCH<sub>3</sub>, F, Cl or Br;

$R^3$  is halo, C<sub>1-6</sub>alkyl, C<sub>1-4</sub>haloalkyl, -N(H)C<sub>1-4</sub>alkyl, -N(C<sub>1-4</sub>alkyl)C<sub>1-4</sub>alkyl or -OC<sub>1-4</sub>alkyl;

$R^4$  is Br, I, C<sub>2-6</sub>alkyl, C<sub>1-4</sub>haloalkyl, -C(=O)R<sup>b</sup>, -OR<sup>b</sup>, -(C<sub>1-4</sub>haloalkyl)OH, -N(C<sub>1-2</sub>alkyl)C<sub>1-2</sub>alkyl or -CN; wherein if Y is CH<sub>2</sub> and  $R^3$  and  $R^5$  are both Cl, then  $R^4$  is other than isopropyl;

$R^5$  is, independently in each instance, H, halo, C<sub>1-6</sub>alkyl, C<sub>1-4</sub>haloalkyl, -N(H)C<sub>1-4</sub>alkyl, -N(C<sub>1-4</sub>alkyl)C<sub>1-4</sub>alkyl or -OC<sub>1-4</sub>alkyl;

$R^6$  is, independently in each instance, H, F, C<sub>1-6</sub>alkyl, C<sub>1-4</sub>haloalkyl, -N(R<sup>a</sup>)R<sup>a</sup>, -OR<sup>a</sup>, -S(=O)<sub>2</sub>N(R<sup>a</sup>)R<sup>a</sup>, -C(=O)N(R<sup>a</sup>)R<sup>a</sup>, or -N(R<sup>a</sup>)C(=O)R<sup>b</sup>;

$R^7$  is H, F,  $C_{1-6}$ alkyl,  $C_{1-4}$ haloalkyl,  $-N(R^a)R^a$ ,  $-OR^a$ ,  $-S(=O)_2N(R^a)R^a$ ,  $-C(=O)N(R^a)R^a$ ,  
or  $-N(R^a)C(=O)R^b$ ;

$R^8$  is H, halo,  $C_{1-6}$ alkyl,  $C_{1-4}$ haloalkyl,  $-N(H)C_{1-4}$ alkyl,  $-N(C_{1-4}$ alkyl) $C_{1-4}$ alkyl or  
 $-OC_{1-4}$ alkyl;

$R^9$  is H, halo,  $C_{1-6}$ alkyl,  $C_{1-4}$ haloalkyl,  $-N(H)C_{1-4}$ alkyl,  $-N(C_{1-4}$ alkyl) $C_{1-4}$ alkyl or  
 $-OC_{1-4}$ alkyl;

$R^{10}$  is H, F,  $C_{1-6}$ alkyl,  $C_{1-4}$ haloalkyl,  $-N(R^a)R^a$ , or  $-OR^a$ ;

$R^{11}$  is H, F,  $C_{1-6}$ alkyl,  $C_{1-4}$ haloalkyl,  $-N(R^a)R^a$ , or  $-OR^a$ ;

$R^a$  is, independently at each instance, H or  $C_{1-6}$ alkyl; and

$R^b$  is, independently at each instance,  $C_{1-6}$ alkyl.

Claims 2-5 (cancelled)

Claim 6. (previously submitted) A pharmaceutical composition comprising a  
compound according to Claim 1 and a pharmaceutically-acceptable diluent or carrier.

Claim 7. (cancelled)

Claim 8. (previously submitted) A compound according to Claim 1, wherein  $X^1$  is NH.

Claim 9. (previously submitted) A compound according to Claim 1, wherein  $X^1$  is S.

Claim 10. (previously submitted) A compound according to Claim 1, wherein  $X^1$  is O.

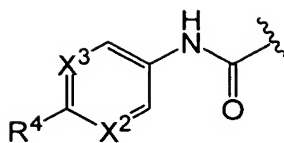
Claim 11-13. (cancelled)

Claim 14. (previously submitted) A compound according to Claim 1, wherein Y is NH.

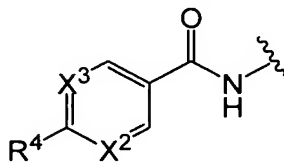
Claim 15. (previously submitted) A compound according to Claim 1, wherein Y is  
 $C(R^{10})(R^{11})$ .

Claim 16. (previously submitted) A compound according to Claim 1, wherein Y is  $CH_2$ .

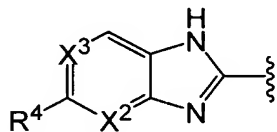
Claim 17. (previously submitted) A compound according to Claim 1, wherein  $R^1$  is:



Claim 18. (previously submitted) A compound according to Claim 1, wherein R<sup>1</sup> is



Claim 19. (previously submitted) A compound according to Claim 1, wherein R<sup>1</sup> is



Claim 20. (previously submitted) A compound according to Claim 1, wherein R<sup>4</sup> is Br, I, t-butyl, isobutyl, n-butyl, sec-butyl, ethyl, n-propyl or C<sub>1-4</sub>haloalkyl.